

ASSOCIATED CERAMICS LIMITED
17, GANESH CHANDRA AVENUE, 4TH FLOOR,
KOLKATA-700013

NOTICE

NOTICE is hereby given that the Annual General Meeting of ASSOCIATED CERAMICS LIMITED will be held at the Registered Office of the Company at 17, Ganesh Chandra Avenue, Kolkata - 700 013, the 30th day of September, 2013 at 11.30 A.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2013 along with Director's and Auditor's report thereon.
2. To re-elect **SHRI SHARAD AGARWAL** Directors who is retiring and who, being eligible, offer himself for re-election.
3. To re-appoint Messrs **A. PANDEY & ASSOCIATES** as the Auditors of the Company and to authorise the Directors to fix their remuneration.

BY ORDER OF THE BOARD
FOR ASSOCIATED CERAMICS LTD.

 Director
ARUN AGARWAL

DIRECTOR

PLACE: KOLKATA

DATE: 04TH SEPTEMBER, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED AND IF SHOULD BE RETURNED TO THE COMPANY DUKY COMPLETED NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2013 to 30th September, 2013 (both days inclusive).

3. Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed.

4. Members are requested:

1. To kindly notify the change of address, if any, to the Company/ their Depository Participant.
2. To bring their copy of the Annual Report.
3. To deposit the Duly Completed attendance slip at the meeting.

FOR ASSOCIATED CERAMICS LTD.



Director

ASSOCIATED CERAMICS LIMITED

17 GANESH CHANDRA AVENUE
4TH FLOOR
KOLKATA - 700012
PH : PH. NO. (033) 2238-7358
E-mail id.: assockd@rediffmail.com

To
The Members,

Your Directors have pleasure in presenting the **20TH Annual Report** of the Company together with Audited Accounts for the year ended on **31st March, 2013**.

1. FINANCIAL RESULTS:

(Fig. in Rs.)

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
PROFIT/(LOSS) BEFORE TAXATION	13,98,088	78,32,663
PROVISION FOR TAXES		
Current tax	(5,53,163)	(27,51,163)
Deferred Tax	1,27,523	3,38,229
Income Tax Adjustments for Earlier Years	2,93,868	-----
PROFIT/(LOSS) AFTER TAX	6,78,580	54,19,729
Brought forward from earlier years	4,25,41,504	3,71,21,775
Balance Carried To Balance Sheet	4,32,20,084	4,25,41,504

During the year under review the turnover of the Company dropped down by 40% in comparison to that of the previous year as a result of which the profit for the year dropped down by nearly 85% . The reason being overall sluggishness in the industry as a whole . Many industries have shut down no major infra projects are coming creating demand for the companies product . Unless the economy opens up the Company does not project big in the coming years .

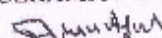
2. DIVIDEND:

To strengthen the financial position of the company further your Directors do not recommend any dividend for the year.

3. AUDITORS:

The retiring Auditors **A .PANDEY & ASSOCIATES**, Chartered Accountants, Kolkata hold office till the conclusion of the Annual General Meeting and is eligible for reappointment.

FOR ASSOCIATED CERAMICS LTD.


Director

ASSOCIATED CERAMICS LIMITED

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4. DIRECTORS:

SHRI BINOD SUHASARIA, Director retires by rotation and being eligible, offers himself for re-appointment. Based on the confirmation received, none of the Directors of the Company are disqualified for appointment under Sec 274(1)(g) of the Companies Act, 1956.

5. CORPORATE GOVERNANCE:

As required under clause 49 of the listing agreement with the Stock Exchange, the Report on Corporate Governance together with Auditors view regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

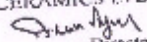
6. PERSONNEL:

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the Company and hope that their continued support will help in achieving the goals of the Company. In accordance with the requirement of Section 217(2A) of the Companies Act, 1956, and read together with Companies (particulars of Employees) Amendment Rules 2011 it is stated that no employee of the Company is in receipt of remuneration aggregating to Rs.60,00,000/- or more for the year and Rs.5,00,000/- or more per month for the part of the year.

7. STATUTORY INFORMATION:

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988:

1. CONSERVATION OF ENERGY : **AS PER STATEMENT ATTACHED**
2. TECHNOLOGY ABSORPTION & ADOPTION : **NIL**
3. FOREIGN EXCHANGE EARNING & OUTGO :
 - ◆ EARNING RS 61,18,335 / (PY RS 37,80,263 /)
 - ◆ OUTGO RS 5,29,596 / (PY RS 4,04,159 /)

FOR ASSOCIATED CERAMICS LTD.

Director

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8. RESPONSIBILITY STATEMENT:

- a. In preparation of the annual accounts, the applicable Accounting Standards have been followed.
- b. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the annual accounts on going concern basis.

9. COMPLIANCE CERTIFICATE :

In accordance with section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rule 2001, the Company has obtained a certificate from a Secretary in whole time practice confirming that the company has complied with all the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

10. ACKNOWLEDGEMENTS:

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

ARUN AGARWAL SHARAD AGARWAL
MANAGING DIRECTOR DIRECTOR

BINOD KUMAR SUHASARIA
DIRECTOR

Place : Kolkata
Date : 28TH Day of JUNE , 2013

FOR ASSOCIATED CERAMICS LTD.

Arun Agarwal
Director

**ANNEXURE - TO THE DIRECTORS' REPORT
CORPORATE GOVERNANCE REPORT**

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below.

A) MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has implemented mandatory requirements of the code of Governance as mentioned in clause 49 of the Listing Agreement.

2. BOARD OF DIRECTORS

a) The Board comprises of one Whole time Director and two non-executive Directors of whom one is an independent directors.

The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No Of Other Directorship	No Of other Committee Membership
MR. ARUN AGARWAL	Whole Time Director	Executive	12	1
MR. BIMAL AGARWAL	Director	Executive	12	2
MR. SHARAD AGARWAL	Director	Executive	7	3
MR. BINOD SUHASARIA	Director	Non Executive	0	3

3. AUDIT COMMITTEE

The Composition procedure, role/function of the Audit Committee comply with the requirements of the Listing Agreement. The brief terms of reference of the Audit Committee includes the following:

- Overseeing the Company's financial report process and disclosure of its financial information.
- Review of quarterly and annual financial results before submission to the Board.
- Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.
- Investigate any matter referred to by the Board.

The Composition of the Audit Committee:

Members	Category
MR. ARUN AGARWAL	EXECUTIVE
MR. SHARAD AGARWAL	EXECUTIVE
MR. BINOD SUHASARIA	INDEPENDENT

FOR ASSOCIATED CERAMICS LTD.

Ran Arun
Director

During the year under review Five meetings of the Audit Committee were held.

4. REMUNERATION COMMITTEE

As on 31/03/2013 THE REMUNERATION / Compensation committee comprises of 3 members

Members	Category
MR. BIMAL KUMAR AGARWAL	EXECUTIVE
Mr. BINOD SUHASARIA	INDEPENDENT
MR. SHARAD AGARWAL	EXECUTIVE

The Remuneration / Compensation Committee deals with the entire gamut of remuneration package for the executive Director(s) and revise their remuneration suitably within the limits prescribed under the Companies Act, 1956, decide on commission payable to the Directors within the prescribed limits and as approved by the shareholders of the Company.

REMUNERATION PAID TO DIRECTORS

Name of director	Salary
MR. BIMAL KUMAR AGARWAL	RS 12,00,000/-
MR. ARUN KUMAR AGARWAL	RS 12,00,000 /
MR. SHARAD AGARWAL	RS 12,00,000 /

No sitting fees is paid to Directors.

5. SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE

The Board of Directors have Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. The Composition of the said Committee is as follows:

Members	Category
MR. BIMAL KUMAR AGARWAL	EXECUTIVE
Mr. BINOD SUHASARIA	INDEPENDENT
MR. SHARAD AGARWAL	EXECUTIVE

During the year under review 4 meeting of the Shareholders/Investors Grievances Committee were held.

6. BOARD PROCEDURE

◆ COMPOSITION:

At present the strength of the Board is 4 Directors. The Composition of the Board of Directors and their attendance at the Board Meeting and at the last Annual General Meeting is as follows:

FOR ASSOCIATED CERAMICS LTD.

[Signature]
Director

Name of the Director	Designation	No. Of Board Meeting Attended	Attendance of last AGM committee Membership
MR. ARUN AGARWAL	Executive Director	9	YES
MR. BIMAL AGARWAL	Executive Director	9	YES
MR. SHARAD AGARWAL	Executive Director	9	YES
MR. BINOD SUHASARIA	Non Executive Director	9	YES

During the financial year ending **31.03.2013**, **9 (NINE)** meeting of the Board of Directors were held on:

15.05.2012 , 28.06.2012 , 13.07.2012 , 14.08.2012 , 05.10.2012 , 14.11 2012
21.12.2012 , 14.02.2013 and 30.03.2013

◆ RESPONSIBILITIES:

At the Board meetings of the Company the directors are being provided information stipulated in clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

◆ BOARD MEETINGS:

The meeting of the Board of Directors are being held at regular intervals of not more than four months at the Company's Registered Office at Kolkata and are generally scheduled well in advance and the provisions under the Companies Act, 1956 and those under clause 49 of the Listing Agreement are followed in this regard. The Board meets at least once in a quarter to review quarterly performance and financial results. The agenda of the meeting is prepared and circulated to the directors in advance. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions. Senior Executives/Directors of the Group Company are invited to attend the Board meeting for discussion and providing inputs and their views, as and when required.

7. CODE OF CONDUCT

The Board of laid down the Code of Conduct for its members and for designated senior management personnel of the Company . All Board members and senior management personnel have affirmed compliance with the code of conduct .

8. GENERAL BODY MEETINGS

The previous three Annual General Meetings of the Company held on the dates, at time and venue given below:

FOR ASSOCIATED CERAMICS LTD.

Alim Akbar
Director

FINANCIAL YEAR	DATE	TIME	VENUE
2009 - 2010	30.09.2010	11.30 AM	17 GANESH CHANDRA AVENUE , KOLKATA - 700013
2010 - 2011	30.09.2011	4.00P.M	17 GANESH CHANDRA AVENUE , KOLKATA
2011 - 2012	29.09.2012	3.00PM	17 GANESH CHANDRA AVENUE , KOLKATA

No special resolutions was moved at the last Annual General Meeting and no special resolution was put through postal ballot.

9. DISCLOSURES

- ◆ Transaction with related parties as per requirements of Accounting Standard 18, Related Party Disclosure are disclosed else where in the Annual report.
- ◆ The company has not entered into any other transaction of a material nature with the Promoters, Directors or the Management, their subsidiaries or relatives etc that may have a potential conflict with the interests of the company at large.
- ◆ The company has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital market since the listing of the company's equity shares.
- ◆ The company has complied with the mandatory requirements of the Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this report. The status on compliance with the non-mandatory requirements are given at the end of the Report.
- ◆ The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICE :

In compliance with the SEBI Regulations on prevention of Insider Trading, the Company has framed Comprehensive Code Of Conduct for prevention of Insider Trading for its designated employees. The Code, lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the company and cautioning them of the consequences of violations.

FOR ASSOCIATED CERAMICS LTD.

Director
Director